

# **Unity Worldwide Ministries Eastern Region Bylaws**

## **ARTICLE I – NAME**

1. The name of this Corporation shall be Unity Worldwide Ministries Eastern Region (hereinafter known as “UWMER”).

## **ARTICLE II – OFFICES AND SEAL**

1. UWMER shall maintain a registered office and mailing address in the state of Pennsylvania at such location that the Board of Trustees deems appropriate.
2. The UWMER seal shall have inscribed thereon the name Unity Worldwide Ministries Eastern Region and the year of its organization and the words, “Corporate Seal, Pennsylvania.”

## **ARTICLE III – MEMBERSHIP**

1. Categories of Membership:
  - a. Individual Members are:
    - 1) Any ordained or licensed Minister in good standing with Unity Worldwide Ministries, who lives or is employed in the geographical area designated by Unity Worldwide Ministries as the Eastern Region.
    - 2) Any Licensed Unity Teacher in good standing with Unity Worldwide Ministries, who is serving a Unity Ministry or sponsored by a Unity Minister in good standing, in the geographical area designated by Unity Worldwide Ministries as the Eastern Region. Inactive Licensed Unity Teachers are welcome as non-voting members of the Eastern Region.
    - 3) Any Spiritual Leader of an active Unity Ministry authorized by and in good standing with Unity Worldwide Ministries.
  - b. Organizational Members are any Ministry authorized by and in good standing with Unity Worldwide Ministries.
2. Voting at any Annual or Special meeting:
  - a. Every individual Member of UWMER shall have one vote.
  - b. Up to Two (2) lay delegates selected by the Board of Trustees of each Member Ministry shall have a vote.
  - c. Member Ministries shall be limited to a total of five (5) votes including the Minister(s) and Licensed Unity Teacher(s) in good standing in the Ministry. When the potential for more than five votes exists, the Member Ministry’s Board of Trustees will determine who the voting delegates are.
3. Removal and Reinstatement of Membership
  - a. The Board of Trustees, by a two-thirds majority vote, may rescind any membership in UWMER for cause after an appropriate hearing.
  - b. In order to be reinstated, a former Member must file a written request for reinstatement with the Secretary of the Board of Trustees. The Board of Trustees may, by affirmative vote of two-thirds of the Trustees, reinstate a former member to membership, and may set conditions for reinstatement as the Board of Trustees deems appropriate.
4. Membership in UWMER is not transferable or assignable.

#### **ARTICLE IV — MEETING OF MEMBERS**

1. The Annual Meeting of the members shall be held at the conference of the Region, not later than the thirty-first (31st) day of October at such places as may be fixed by the Board of Trustees. At the Annual Meeting, members shall elect members-at-large of the Board of Trustees and transact such other business as may properly be brought before the meeting. If the Annual Meeting shall not be called and held within six months after the designated date, any member may call such meeting.
2. Special Meetings of the members may be called at any time by the President, or by the Board of Trustees, or by Members totaling ten percent (10%) of current membership. The Secretary must, within sixty (60) days of receiving such a request, notify the membership of date, time and location of said meeting. Failure of the Secretary to do so grants permission to the person(s) calling for the meeting to issue such an invitation. Business transacted at all Special Meetings shall be limited to the stated agenda.
3. Written or electronic notice of every meeting of the Members stating the time, place and purpose of the meeting, shall be given by, or at the direction of, the Secretary to all Members of record entitled to vote at the meeting at least twenty-one (21) days prior to the day named for the meeting. In the case of a Special Meeting, the notice shall specify the general nature of the business to be transacted.
4. A meeting of Members may not transact business unless a quorum is present. The presence in person of ten percent (10%) of the Members entitled to vote shall constitute a quorum. The Members present at a duly organized meeting can continue to conduct business until adjournment, even if enough Members withdraw to leave less than a quorum present.
5. Voting may be by ballot, mail or any reasonable means determined by the Board of Trustees.
6. The President or person presiding over the meeting may appoint monitors or vote counters.

#### **ARTICLE V — TRUSTEES**

1. The business and affairs of the Eastern Region shall be managed by its Board of Trustees which shall consist of no less than six (6) or more than nine (9) members, including one (1) Licensed Unity Teacher Representative.
2. Trustees shall be elected at the Annual Meeting from the slate presented by the Nominating Team as approved by the Board.
  - a. If there is only a single nominee for each position, a voice vote for acceptance of the slate of nominees is appropriate.
  - b. If there is more than one nominee for each position, written ballots are required.
3. In addition to the powers and authorities contained in these Bylaws, the Board of Trustees may conduct any lawful act that is not specifically reserved for the Members by statute or these Bylaws.
4. Meetings of the Board of Trustees may be held at such times and at such places as the majority of trustees may from time to time determine, or as may be designated in the notice calling the meeting. Electronic meetings are allowed as long as all the participating members can interact simultaneously.
5. Notice of every meeting of the Board of Trustees shall be given to each person entitled to be present at least five (5) days prior to the day of the meeting.
6. A majority of the Trustees in office shall be necessary to constitute a quorum for the transaction of business. The acts of the majority of trustees present at a meeting in which a quorum is present shall be the acts of the entire Board of Trustees.

7. The Board may designate one or more Trustees as members of any team. Each team of the Board shall serve at the pleasure of the Board.
8. Any officer, representative, or member-at-large may be removed by a majority vote of the Board of Trustees.
9. No person employed by and receiving a salary from the Eastern Region Unity Worldwide Ministries may be nominated for or elected to any position on the Board of Trustees.

#### **ARTICLE VI — OFFICERS, REPRESENTATIVES, AND MEMBERS-AT-LARGE**

1. The terms of the Trustees are as follows:
  - a. Each elected Trustee, including the Licensed Unity Teacher Representative, shall hold office for three years or until a successor is duly elected specifically to complete a partial term.
  - b. No elected Trustee shall serve more than two consecutive terms of three years each without an interval of one year between terms.
  - c. Officers of the Board of Trustees shall consist of President, Vice President, Secretary, and Treasurer. All Officers shall be selected from the elected Trustees in a manner decided by the Board at the first Board meeting following the Annual Meeting or at a Special Meeting called for the purpose of selecting Officers.
2. The President, Vice President, Treasurer and Secretary shall serve a term of office of one year without limitation of terms provided the Trustee remains an elected Trustee.
3. The President shall be the Chief Executive Officer of the Corporation; shall have the general powers normally vested in the office of President; shall preside at all meetings of the Members and Trustees; shall be active in the management of the affairs of the Corporation; and shall see that all orders and resolutions of the Board are carried into effect. The President shall be an ex-officio member of all teams, except the nominating team.
4. The Vice President shall act in all cases for and as the President in the latter's absence or incapacity, and shall perform such other duties as may be required from time-to-time.
5. The Secretary shall attend all sessions of the Board and all meetings of the members and act as clerk thereof, and record or cause to be recorded all the votes of the Corporation and minutes of all its transactions which shall be kept in a book for that purpose. The Secretary shall keep, or cause to be kept, an up-to-date statement of policies in a book kept for that purpose; shall give or cause to be given, notice of all meetings of the members and of the Board of Trustees; and shall perform such other duties as may be prescribed by the President. The Secretary shall keep in safe custody the corporate seal and when authorized by the Board, affix it to any instrument requiring it.
6. The Treasurer shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation, and shall keep the monies of the Corporation in a separate account to the credit of the Corporation. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Trustees, taking proper vouchers for such disbursements and shall render to the President and trustees, at the regular meetings of the Board, or whenever they may require it, an account of all financial transactions and of the financial condition of the Corporation.

#### **ARTICLE VII — NOMINATION PROCEDURE FOR ELECTIONS**

1. At least 60 days prior to the Annual Meeting each year, a Nominating Team shall be activated and shall bring to the Board of Trustees for its approval a slate of candidates for election as members-at-large and Licensed Unity Teacher Representative as needed. Candidates for

- member-at-large may be Ministers, Licensed Unity Teachers or laity. This slate, upon its approval by the Board, shall be placed in nomination at the next Annual Meeting.
2. At the Annual Meeting, the Membership shall elect four Members to the next year's Nominating Team: (a) two Ministers and (b) two Licensed Unity Teachers.
  3. At its next meeting, the Board of Trustees shall select one of its members-at-large to serve on the nominating team as chair and liaison for the following year.

#### **ARTICLE VIII — VACANCIES**

1. Should a vacancy occur due to resignation or removal by the Board of Trustees of an Officer, at its next regularly scheduled or a Special Meeting called for that purpose, the board shall appoint one of its members-at-large to fill that officer position until the first board meeting after the next Annual Meeting of the Region, at which time officer elections will be held.
2. Should a Trustee vacancy occur due to resignation or removal by the Board of Trustees of a member-at-large, the vacancy shall be filled by the Board at its next scheduled meeting or at a Special Meeting called for that purpose, by appointment of a Member qualified under Article 5, Section 1, and Article 6, Section 1. The appointee shall serve the time remaining in the term of the vacated Trustee.

#### **ARTICLE IX — BOOKS & RECORDS**

1. The Corporation shall keep an original or duplicate record of the proceedings of the members and trustees, the original or copy of its Bylaws, including all amendments, certified by the Secretary of the Corporation, and an original or duplicate membership register, giving the names of the members, their respective addresses and other details of the membership as needed. The Corporation shall also keep appropriate, complete and accurate books or records of account. The records provided for herein shall be kept by both the current President and Secretary of the Corporation.
2. Every member shall, upon written demand under oath stating the purpose, have a right to examine, in person, or by agent or attorney, for any proper purpose, the membership register, books and records of account, and records of the proceedings of the members and trustees, and to make copies or extracts there from. A proper purpose shall mean a purpose reasonably related to the interest of such a person as a member.

#### **ARTICLE X — TRANSACTION OF BUSINESS**

1. The Corporation shall make no expenditure, or dispose of any corporate assets in excess of the amount of fifteen thousand dollars (\$15,000) without first receiving a majority vote from the membership at the Annual Meeting or at a Special Meeting called for such purpose.
2. Whenever the lawful activities of the Corporation involve, among other things, the charging of fees or prices for its services or products, it shall have the right to receive such income and in so doing, may make an incidental profit. All such incidental profits shall be applied to the maintenance and operation of the lawful activities of the Corporation, and in no case shall be divided or distributed in any manner whatsoever among the members or the trustees of the Corporation.
3. All checks and demands for money and notes of the Corporation shall be signed by such officer or officers as the Board of Trustees may from time-to-time designate.

## **ARTICLE XI — ANNUAL FINANCIAL REPORT**

1. The Board of Trustees shall present to the Members an annual report, verified by the President and Treasurer or by a majority of the Trustees, showing in appropriate detail the following:
  - a. The assets and liabilities of the Corporation as of the end of the fiscal year immediately preceding the date of the report.
  - b. The principle changes in assets and liabilities during the year immediately preceding the date of the report.
  - c. The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report.
  - d. The expenses of disbursements of the Corporation, for both general and restricted purposes, during the year immediately preceding the date of the report. This financial report shall be filed with the minutes of the meeting of the members.

## **ARTICLE XII — MISCELLANEOUS PROVISIONS**

1. The fiscal year of the Corporation shall begin on the first day of January or as determined by vote of the Board of Trustees.
2. One or more persons may participate in a meeting of the Board or of the Members by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such a meeting.
3. The latest edition of ROBERT'S RULES OF ORDER shall be the authority on parliamentary law and its usage, unless otherwise provided by these Bylaws.
4. These Bylaws may be suspended by a two-thirds affirmative vote of the Members present at an Annual Meeting or a Special Meeting.
5. In the case of a declared national, regional, or local emergency, the Board of Trustees shall have full authority to adjust budgets and cancel/postpone events or reschedule them as electronic meetings. During the duration of the emergency, the Board of Trustees may take any other emergency action deemed helpful and necessary for the welfare of UWMER.

## **ARTICLE XIII — CORPORATE DISSOLUTION**

1. Should this Corporation dissolve, all property and funds remaining after any debts of the Corporation shall be delivered to Unity Worldwide Ministries, a non-profit Corporation organized under the laws of the state of Georgia, for religious and educational purposes. Such funds or property shall be for the use and benefit of Unity Worldwide Ministries as may be determined by their Board of Trustees.
2. Should Unity Worldwide Ministries no longer exist, any assets remaining of this Corporation shall be delivered to Unity Worldwide Spiritual Institute, a non-profit organization, with headquarters at Unity Village, Missouri.

## **ARTICLE XIV — AMENDMENTS**

1. These Bylaws may be adopted, amended, or repealed by a majority vote of the members present at any regular or special meeting who are eligible to vote.

We, the undersigned, members of the Board of Trustees, confirm the adoption of these Bylaws by the Corporation.

Approved: October 7, 2020